

Transportation Corporation of America

P. O. BOX 218 • CHICAGO HEIGHTS, ILLINOIS 60411
AREA CODE 312 • 757-5900

Date August 1, 1985

Interstate Commerce Commission
Recordation Clerk
Room 1211
12th & Constitution Ave., N.W.
Washington, D.C. 20423

RECORDATION NO. 9241 Filed 1425

AUG 5 1985 - 2 30 PM

INTERSTATE COMMERCE COMMISSION

Gentlemen:

Enclosed for recordation under the provision of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, are Five (5) copies of the following:

Lease Agreement No. 010578 dated January 20, 1978
Rider No. 01057805 dated June 20, 1985
between TRANSPORTATION CORPORATION OF AMERICA and
Minnesota, Dakota and Western Railway Company
Recordation No. 9241
No. of Cars Thirty (30)
Description of Cars 70-Ton Bulkhead Flat Cars
Car Numbers MDW 1200-MDW-1229, both inclusive

The names and address of the parties hereto are as follows:

Lessor:

Transportation Corporation of America
P. O. Box 218
Chicago Heights, IL 60411

Lessee:

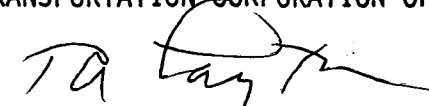
Minnesota, Dakota and Western Railway Co.
P.O. Box 7747
Boise, Idaho 83707

The undersigned is the treasurer of Transportation Corporation of America and has knowledge of the matters set forth within the enclosed documents. Kindly record and thereafter return to T. A. Layton, Transportation Corporation of America, P. O. Box 218, Chicago Heights, Illinois 60411, the remaining Four (4) copies of the enclosed document, marked "Recorded."

Attached hereto is a remittance in the sum of \$ 10.00 covering the required Recording Fee.

Cordially,

TRANSPORTATION CORPORATION OF AMERICA


T. A. Layton
Treasurer

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Enclosures

A Duchossois Industries Company

Interstate Commerce Commission
Washington, D.C. 20423

8/5/85

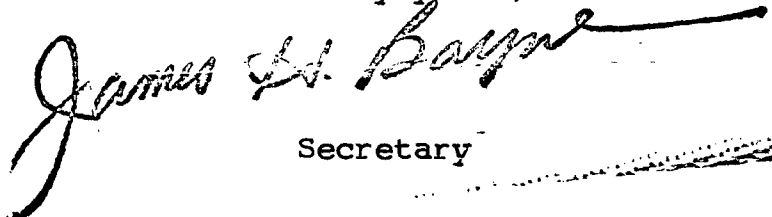
OFFICE OF THE SECRETARY

T.A. Layton
Treasurer
Transp. Corp. Of America
P.O.Box 218
Chicago Heights, Illinois 60411

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/5/85 at 2:30pm and assigned re-
recording number(s). 9241-D

Sincerely yours,


Secretary

Enclosure(s)

TRANSPORTATION CORPORATION OF AMERICA - LESSOR
MINNESOTA, DAKOTA & WESTERN RAILWAY COMPANY - LESSEE
RIDER NO. 01057805 TO LEASE AGREEMENT NO. 010578
SAID LEASE AGREEMENT BEING DATED JANUARY 20, 1978

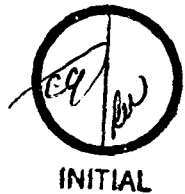
RECORDATION NO. 9241C
AUG 5 1985 - 2 22 PM
INTERSTATE COMMERCE COMMISSION

IT IS HEREBY AGREED THAT, effective June 20, 1985, this rider shall become a part of Lease Agreement No. 010578 dated January 20, 1978, between TRANSPORTATION CORPORATION OF AMERICA ("TCA") and the MINNESOTA, DAKOTA & WESTERN RAILWAY COMPANY ("MDW"), which was filed with the Interstate Commerce Commission on February 16, 1978, with assigned recordation No. 9241C. TCA and MDW intend that the hereinafter described portion of the railway equipment which is the subject of said Lease Agreement, be excluded and removed from the terms, provisions and effect of that Lease Agreement.

In consideration of the premises and of other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by both of the parties hereto, TCA and MDW hereby agree as follows:

1. That as to the following described units of railway equipment, the Lease Agreement Rider No. 01057804 dated April 12, 1983, which was filed with the Interstate Commerce Commission on June 10, 1983, with assigned Recordation No. 9241C, is terminated and those following described units of railway equipment are hereby excluded and removed from the terms, provisions and effects of the Lease Agreement:

<u>No. of Units</u>	<u>Class of Car</u>	<u>Car Numbers</u>
Thirty (30)	70-Ton Bulkhead Flat Car	MDW 1200 Thru MDW 1229, both inclusive



- Lessor shall bear all costs of remarking and transporting the units.
2. That as to all other units of railway equipment which are the subject of the Lease Agreement, that Lease Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have cause this instrument to be signed and sealed by their respective corporate officers and duly attested on the date first written above.

(SEAL)

TRANSPORTATION CORPORATION OF AMERICA
(LESSOR)

By [Signature]
President

ATTEST:

[Signature]
Assistant Secretary

(SEAL)

MINNESOTA, DAKOTA AND WESTERN RAILWAY COMPANY
(LESSEE)

OK

By [Signature]
Vice President

ATTEST:

[Signature]
ASSISTANT Secretary

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 26th day of July 1985, before me personally appeared Curtis C. Matham, Jr., to me personally known, who being by me duly sworn, says that he is president of TRANSPORTATION CORPORATION OF AMERICA, an Illinois corporation, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynda Clayton
Notary Public

(Seal)

NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXP. APR. 8, 1989
ISSUED THRU ILL. NOTARY ASSOC.

My Commission expires:

STATE OF Idaho)
) SS:
COUNTY OF Ada)

On this 16th day of July, before me personally appeared Robert W. Walters, to me personally known, who being by me duly sworn, says that he is vice president of Minnesota Dakota & Western Ry, an Minnesota corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carl Bergman
Notary Public

(Seal)

My Commission expires:

6-12-84